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December 31, 2008

RECORDATION NO. 27779 FILED

DEC 31 '08 -10 52 AM

SURFACE TRANSPORTATION BOARD

Ann Quinlan, Esq.
Acting Secretary
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20423

Dear Ms. Quinlan:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Assignment and Assumption Agreement dated 12/30/08 involving the following parties and railroad equipment:

Assignee: Wells Fargo Equipment Finance, Inc.
Investors Building, Suite 700
733 Marquette Avenue So.
Minneapolis, MN 55402

Assignor: Sovereign Bank
551 Fifth Avenue
New York, NY 10176

Equipment: 74, 5150 cf Grain Hoppers
DME 51612-51686, excluding 51615

Please record this agreement as a primary document. The filing fee of \$41 is enclosed.

Summary: Memorandum of Assignment and Assumption Agreement dated 12/30/08 between Wells Fargo Equipment Finance, Inc. as Assignee and Sovereign Bank as Assignor including 74, Grain Hoppers, DME 51612-51686, excluding 51615.

Sincerely,



Mary Ann Oster
Research Consultant

Enclosure

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SURFACE TRANSPORTATION BOARD

Exhibit B

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

This Memorandum of Assignment and Assumption Agreement ("Memorandum") made and entered into as of December 22, 2008 by and between SOVEREIGN BANK ("Assignor") and WELLS FARGO EQUIPMENT FINANCE, INC. ("Assignee").

WITNESSETH:

1. Pursuant to a Purchase and Sale Agreement dated December 22, 2008 by and between Assignor and Assignee (the "Purchase Agreement"), Assignor has assigned to Assignee (i) that certain Schedule No. 4 and that certain Schedule No. 5 (each a "Schedule" and collectively the "Schedules") to that certain Railcar Lease Agreement dated as of December 22, 2004 (the "Lease"); (ii) the railcars subject to the Schedules, bearing the railroad reporting marks set forth on Schedule I hereto; and (iii) the Lease, to the extent of the Schedules.
2. This Memorandum of Assignment Agreement shall be effective as of 12/30, 2008.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment and Assumption Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above.

SOVEREIGN BANK

WELLS FARGO EQUIPMENT FINANCE, INC.

By: [Signature]By: [Signature]Name: Carol A. Larkin
Vice PresidentName: Mike Underwood

Title: _____

Title: AVP

**SCHEDULE 1
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

**Seventy-four (74) 5,150 cubic foot through still grain hopper cars with 110 ton trucks,
manufactured by National Steel Car Limited in 2005 and bearing marks and numbers in
series:**

DME 51612 – 51686 (inclusive except DME 51615)

STATE OF Massachusetts)
COUNTY OF Suffolk) ss:

On this 29th day of December, 2008, before me appeared Carol A. Larkin, the person who signed this instrument, who acknowledged that she is the Vice President of SOVEREIGN BANK and that, being duly authorized, she signed such instrument as a free act on behalf of said corporation.

[Seal]

Catherine L. Camarda
Notary Public

My commission expires:

9-24-15



STATE OF MINNESOTA)
COUNTY OF HENNEPIN) ss:

On this 21st day of December, 2008, before me appeared Michelle Larson, the person who signed this instrument, who acknowledged that (s)he is the of WELLS FARGO EQUIPMENT FINANCE, INC. and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]



Michelle E. Larson
Notary Public

My commission expires:

1/31/2010